

EXHIBIT A

Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: _____) Chapter 11
W. R. GRACE & CO., et al.,¹)
Reorganized Debtors.) Case No. 01-01139 (KJC)
) (Jointly Administered)
) Re docket no. _____
) Hearing Agenda item no. _____

ORDER DISALLOWING CERTAIN WORKERS' COMP CLAIMS (SUBSTANTIVE)

Upon consideration of the *Thirty-Fourth Omnibus Objection to Certain Workers' Comp Claims (Substantive Objection)* (the “34th Omnibus Objection” or “Objection”); it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and that this Court may enter an order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Objection having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

1. The Objection is granted in its entirety.

¹ The Reorganized Debtors comprise W. R. Grace & Co., and W. R. Grace & Co.-Conn..

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the 34th Omnibus Objection or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (as it may be amended or supplemented, the “Plan”).

2. The Workers' Comp Claims set forth in Exhibit I hereto are disallowed in their entirety and expunged.
3. The relief granted in this Order shall not affect the Reorganized Debtors' continuing obligations under contracts assumed pursuant to Plan Art. 9.1.1 or any orders pursuant to which the Reorganized Debtors may have continuing obligations.
4. The Reorganized Debtors are authorized to take all actions that may be necessary to reflect the disallowance of the Workers' Comp Claims, including but not limited to directing Rust Consulting, Inc., their claims agent, to update the claims register to reflect such disallowance.
5. Notice of the Objection as provided therein shall be deemed good and sufficient notice thereof, and the requirements of Fed. R. Bankr. P. 3007(a) and the local rules of the Court are satisfied by such notice.
6. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to implementation of this Order.
7. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT I

Workers' Comp Claims

In re: W.R. GRACE CO., et al
OMNIBUS 34 : EXHIBIT 1 – NO LIABILITY CLAIMS

Creditor Name/ Address	Claim Number	Case Number	Case Name	Total Claim Dollars/ Claim Class*	Basis of Objection
1 BANTA, DR CHARLES J c/o GEOFFREY B SPENCER 2005 WOODBROOK DR DENTON, TX 76205	13548	01-01139	W.R. GRACE & CO.	\$660.00	(U) Debtors records show no amount owed.
2 OHIO BUREAU OF WORKERS COMP LAW SECTION BANKRUPTCY UNIT PO BOX 15398 COLUMBUS, OH 43215-0398	277	01-01140	W.R. GRACE & CO.-CONN.	\$256,379.18	(P) Debtors records show no amount owed.
3 OHIO BUREAU OF WORKERS COMPENSATION 30 W SPRING ST PO BOX 15567 COLUMBUS, OH 43215-0567	2707	01-01140	W.R. GRACE & CO.-CONN.	\$257,480.24	(U) Debtors records show no amount owed.
			Total:	\$256,379.18 \$258,140.24	(P) (U)

The classification of the claims set forth herein is the classification asserted on the filed proof of claim. The Debtors include such classification for the purpose of identifying the claim to which the objection applies. The inclusion of the classification shall not constitute an acknowledgement by the Debtors that such classification is correct or appropriate.

* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

** (A) Administrative (S) Secured (P) Priority (U) Unsecured